

RECORDATION NO. 23104-F FILED

AUG 12 '10 -7 00 AM

**SURFACE TRANSPORTATION BOARD**

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August 10, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Cancellation of Master Lease, dated as of August 11, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 23104.

The name and address of the party to the enclosed document are:

Lessor: EL-MO Leasing III Corporation  
9301 West 55th Street  
Omaha, NE 68179

[Lessee: Union Pacific Railroad Company  
1416 Dodge Street  
Omaha NE 68179]

Section Chief  
August 10, 2010  
Page 2

A description of the railroad equipment covered by the enclosed document is:

41 SD90MAC locomotives within the series UP8500 - UP8561 as more particularly set forth in the attachment to the document.

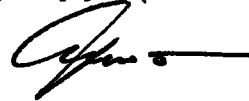
A short summary of the document to appear in the index is:

Notice of Cancellation of Master Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem  
Enclosures

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SURFACE TRANSPORTATION BOARD

# NOTICE OF CANCELLATION OF MASTER LEASE

This Notice of Cancellation of Master Lease (this "Notice") is executed by El-Mo Leasing III Corporation, as Lessor.

The Lessor publishes this Notice that the Master Lease with Union Pacific Railroad Company, as Lessee, dated as of September 11, 2000, and any assignments, supplements or amendments thereto (the "Lease") has been cancelled effective December 31, 2005.

A Memorandum of the Lease was duly filed and recorded with the Surface Transportation Board on September 25, 2000 at 12:21 p.m. under Recordation Number 23104.

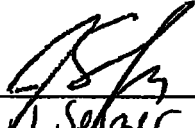
The Lease covered forty-one (41) SD90MAC locomotives bearing UP reporting marks and road numbers set forth on Exhibit A attached hereto.

This Notice is executed without prejudice to the rights of either Lessor or Lessee which are intended under the Lease to survive the cancellation thereof.

[Signature Pages Follow]

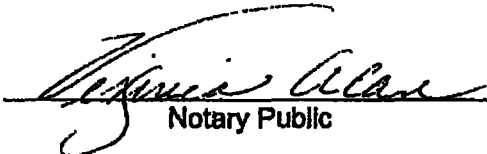
IN WITNESS WHEREOF, the Lessor has caused this Notice to be duly executed by its duly authorized officer as of the 11 day of August, 2010.

EL-MO LEASING III CORPORATION

By:   
Name: J. Selzer  
Title: Vice President & Treasurer

STATE OF Michigan  
COUNTY OF Wayne } ss:

On this 24<sup>th</sup> day of May, 2010, before me personally appeared,  
TIM SELZER to me personally known, who being by me duly sworn,  
says that he is a VICE PRESIDENT of El-Mo Leasing III Corporation, a  
Delaware corporation, that the foregoing instrument was signed on behalf of said  
corporation by authority of its Board of Directors, and he acknowledged that the  
execution of the foregoing instrument was the free act and deed of said  
corporation.

  
Notary Public

My commission expires: 2-19-2012

[Notarial Seal]

VIRGINIA ALAN  
NOTARY PUBLIC, STATE OF MI  
COUNTY OF OAKLAND  
MY COMMISSION EXPIRES Feb 19, 2012  
ACTING IN COUNTY OF WAYNE

**EXHIBIT A**

**DESCRIPTION OF LOCOMOTIVES**

**Forty-one (41) SD90MAC locomotives bearing the following Union Pacific Railroad Company road numbers.**

8500	8542
8522	8543
8523	8544
8524	8545
8525	8546
8526	8547
8527	8548
8528	8549
8529	8550
8530	8551
8531	8552
8532	8553
8533	8554
8534	8555
8535	8556
8536	8557
8537	8558
8538	8559
8539	8560
8540	8561
8541	

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

8/12/10



\_\_\_\_\_  
Robert W. Alvord